

Consent Order

-1500445-

Respondents Imran Rathod, Cellphonia International, Inc. and Cellphonia USA, Inc. acknowledge, agree and admit to the following findings of fact:

1. Respondent Cellphonia International, Inc. was an Illinois Corporation incorporated on March 24, 2009, involuntarily dissolved on August 12, 2016, and had a last known address of 6747 North Harding Avenue, Lincolnwood, IL 60712.
2. Respondent Cellphonia USA, Inc. was an Illinois Corporation incorporated on May 6, 2013, involuntarily dissolved on October 14, 2016, and had a last known address of 6747 North Harding Avenue, Lincolnwood, IL 60712.
3. Respondents Cellphonia International, Inc. and Cellphonia USA, Inc. hereafter collectively referred as ("Cellphonia") was engaged in the business of owning and operating various kiosks which sold cell phone supplies, and were located in several malls in Illinois, Indiana, Wisconsin, and Florida.
4. Respondent Imran Rathod, ("Rathod") is the President of both Respondents Cellphonia International, Inc. and Cellphonia USA, Inc. Respondent Rathod has a last known address of 7100 North Keystone, Lincolnwood, IL 60712.
5. Beginning in or around January 2013, Respondent Rathod began offering individuals investments in Respondent Cellphonia. These investments ranged from purchasing inventory for the kiosks, funding the construction of kiosks in malls, and paying the rent for kiosks located in the various malls.
6. Investor A, an Illinois resident, entered into a promissory note whereby Investor A invested the sum of \$15,000 in Respondent Cellphonia in or around September 23, 2014. On September 24, 2014, Investor A paid for the manufacture of a kiosk on September 24, 2014.
7. Investor B, an Illinois resident, entered into an investment contract whereby Investor B, for a \$25,000 investment, would receive 50% of the profits generated by a specified Cellphonia location on a monthly basis.
8. The offer or sale promissory notes and investment contracts in Respondent Cellphonia constituted the offer and sale of a security as those terms are defined in Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
9. Section 5 of the Act requires the registration of a security being offered or sold in the State of Illinois unless an exemption applies.
10. To date, Respondents Cellphonia and Rathod have not registered any securities with the Secretary of State of Illinois in accordance with the Act.
11. Section 12.A of the Act states *inter alia* that it shall be a violation of this Act for any person to offer or sell any security except in accordance with the provisions of this Act.

12. Section 12.D of the Act states *inter alia* that it shall be a violation of the provisions of this Act for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of this Act or any rule or regulation made by the Secretary of State pursuant to this Act or to fail to comply with the terms of any order of the Secretary of State issued pursuant to Section 11 hereof.

CONCLUSIONS OF LAW

WHEREAS, by means of the Stipulation, Imran Rathod, personally and on behalf of Respondents Cellphonia International Inc. and Cellphonia USA, Inc., have acknowledged, admitted and agreed that the following shall be adopted as the Secretary of State's Conclusions of Law:

1. Illinois has jurisdiction over this matter pursuant to the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act");
2. Imran Rathod, Cellphonia International Inc., and Cellphonia USA, Inc. have each violated Sections 12.A and 12.D of the Act.

UNDERTAKINGS

WHEREAS, by means of the Stipulation, Imran Rathod, personally and on behalf of Respondents Cellphonia International Inc. and Cellphonia USA, Inc., have acknowledged and agreed to the following undertakings.

1. Respondents Rathod, Cellphonia International, Inc., and Cellphonia USA, Inc. shall be prohibited from the offer or sale of securities in or from the State of Illinois, effective the date of this Order.

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. By means of stipulation, Respondent **CELLPHONIA INTERNATIONAL, INC.** is PROHIBITED from the offer and sale of securities in or from the State of Illinois.
2. By means of stipulation, Respondent **CELLPHONIA USA, INC.** is PROHIBITED from the offer and sale of securities in or from the State of Illinois.
3. By means of stipulation, Respondent **INRAM RATHOD** is PROHIBITED from the offer and sale of securities in or from the State of Illinois.

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The Notice of Hearing dated April 26, 2017, as it relates to Respondents Rathod, Cellphonia International and Cellphonia USA will be dismissed without further proceedings upon execution of this Order.

The entry of this Consent Order ends the Secretary of State, Securities Department's formal hearing of this matter.

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953, as amended, 815 ILCS 5/1 et seq. (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

Date of Mailing: 26th day of April 2017.



JESSE WHITE
Secretary of State
State of Illinois

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